C. GRANVILLE WYCHE WYCHE BURGESS, FREEMAN & PARHAM ALFRED F. BURGESS, FREEMAN & PROFESSIONAL ASSOCIATION

APR 1 - 1980 - 9 35 AM

C. THOMAS WYCHE APR 1 - 1980 - 9 CEE ANVILLE, SOUTH CAROLINA 29603

JAMES M. SHOEMAKER, JR. WILLIAM W. KEHUNERSIATE COMMERCE COMMISSION

CHARLES W. WOFFORD

LARRY D. ESTRIDGE

CARL F. MULLER

HENRY L.PARR, JR.

D. ALLEN GRUMBINE RECORDATION NO. 162 2 Fied 1425 CARY H. HALL, JR.

March 25, 1980

11622 RECORDATION NO. APR 1 - 1980 - 9 35 AM

INTERSTATE COMMERCE COMMISSION

POST OFFICE BOX 10207 44 EAST CAMPERDOWN WAY CABLE ADDRESS JURAL

TELEPHONE 803-242-3131

Mrs. Lee INTERSTATE COMMERCE COMMISSION Interstate Commerce Commission Constitution Avenue at 12th St., N.WAPR 1-1980-9 Washington, D. C. 20023

RECORDATION NO.

INTERSTATE COMMERCE COMMERCE COMMERCE

Dear Mrs. Lee:

Please find enclosed for filing with the Interstate Commerce Commission the following documents:

- 1. Security Agreement dated as of March 3, 1978 by Peninsula Terminal Company in favor of Pickens Railroad Company;
- Amendment to the aforementioned Security Agreement dated as of September 1, 1978;
- Lease Agreement made as of March 17, 1978 between Pickens Railroad Company as Lessor and Peninsula Terminal Company as Lessee;
- 4. Amendment dated as of September 1, 1978 to the aforementioned Lease.

The Security Agreement and the Lease previously had been filed with the Interstate Commerce Commission on July 21, 1978 and assigned have the (the 9590) series of recording numbers. However, both were subsequently removed from the records of the Interstate Commerce Commission by a Filing Removal Instrument made as of August 30, 1978.

At this time we wish to refile the Security Agreement and the Lease, and to file for the first time the Amendments to these documents.

Please find enclosed our check in the amount of \$100.000 cover the cost of filing these four documents. The address of Tickens Railroad Company is 1100 Centre Square, 1500 Market Streets Philadelphia, Pennsylvania. The address of Peninsula Terminal Company is 1100 Centre Square, 1500 Market Street, Philadelphia, Pennsylvania. Also, please find enclosed two copies of each of the aforementioned documents. Please stamp them with the new recording information and return them to me.

Interstate Commerce Commission Washington, D.C. 20423

4/2/80

OFFICE OF THE SECRETARY

Carl F. Muller
Wyche, Burgess, Freeman & Parham
P.O.Box 10207
44 East Camperdown Way
Greenville, S.C. 29603
Dear 3122

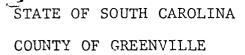
The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/1/80 at 9:35am , and assigned rerecordation number(s). 11622,11622-A,11622-B, 11622-C

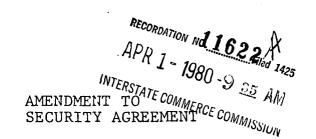
Sincerely yours,

Agatha L. Mergenovich

Secretary

Enclosure(s)





WHEREAS, Peninsula Terminal Company, (Peninsula), an Oregon corporation, has executed a Security Agreement dated as of March 3, 1978 in favor of Pickens Railroad Company (Pickens), a South Carolina corporation; and

WHEREAS, by that Security Agreement, Peninsula granted to Pickens a security interest in five hundred (500) Type XM railroad boxcars leased by Pickens to Peninsula under Lease Agreement dated as of March 17, 1978; and

WHEREAS, that Lease Agreement has been amended as of September 1, 1978 to include one hundred (100) additional Type XM railroad boxcars; and

WHEREAS, as part of the inducement to Pickens to execute the Lease Amendment, Peninsula has agreed to include the additional railroad boxcars under the terms of the Security Agreement;

NOW THEREFORE, in consideration of the premises and One Dollar (\$1.00) paid by Pickens to Peninsula, Peninsula hereby amends Exhibit A of the Security Agreement dated as of March 3, 1978 to include one hundred (100) additional seventy-ton, fifty foot, six inch Type XM railroad boxcar, bearing recording numbers and marks PT 200100 - PT 200199 (both inclusive) so that revised Exhibit A shall read as follows:

Exhibit A

DESCRIPTION OF CAR:

Seventy-ton, 50 foot, six inch XM

Boxcar

NUMBER OF CARS:

Six Hundred (600)

REPORTING NUMBERS AND MARKS:

PT 200000 - PT 200199 (both inclusive)

PT 201000 - PT 201099

REPORTING NUMBERS AND MARKS:

PT 204000 - PT 204099 both inclusive PT 205000 - PT 205099 "PT 206000 - PT 206099 "

IN WITNESS WHEREOF, Peninsula, as Debtor, has executed this instrument this 1st day of September, 1978.

PENINSULA TERMINAL COMPANY

By: J. Hard PICKENS RAILROAD COMPANY By: J. Hard By: J. Hard PICKENS RAILROAD COMPANY By: J. Hard By: J	ATTEST:	
OREGON STATE OF XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	Wen I abernathy	By: J. Hard
OREGON STATE OF KNAKENERS) MULTNOMAH COUNTY OF COOKS On this lst day of September , 1978, before me personally appeared T. H. Hard , to me personally known, who, being by me duly sworn, says that he is president of Peninsula Terminal Company and Helen Abernathy of said corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation. Notary Public My Commission Expires: 3-16-82 Notary Public My Commission Expires		PICKENS RAILROAD COMPANY
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My Commission Expires: 3-16-82 STATE OF SOUTH CAROLINA PICKENS COUNTY OF EXEXMENTED On this / day of to me personally appeared particles. My Commission Expires: 3-16-82 And of to me personally appeared to me personally known, who, being by me duly sworn, says that he is to me personally known to be the said company and to me personally known to be the said corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation. And Include Multiple Notary Public		
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On this	GENERAL OF COLUMN CAROLINA	My Commission Expires: $2-16-82$
On this	· · · · · · · · · · · · · · · · · · ·	
On this / day of September , 1977, before me personally appeared Portly K. Gooding , to me personally known, who, being by me duly sworn, says that he is Ure President of Pickens Railroad Company and to me personally known to be the Secretary of said corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation. Notary Public		
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